



MINNESOTA SECTION BYLAWS

Adopted September 9, 2016

ARTICLE 1. GENERAL

1.0 Use of Name and Marks. The use and publication of the Society and Section name and marks shall be in accordance with the Society's governing documents and official policies.

ARTICLE 2. AREA AND MEMBERSHIP

2.0 Grades of Membership. The Subscribing Membership grades shall consist of the Society-level membership grades of Student Member, Affiliate Member, Associate Member, Member, Fellow, and Distinguished Member. The qualifications for Society-level membership grades shall be as set forth by the Society. The voting membership grades of the Section shall be Associate Member, Member, Fellow, and Distinguished Member. The non-voting membership grades of the Section shall be Student Member and Affiliate Member.

ARTICLE 3. SEPARATION FROM MEMBERSHIP

Not used.

ARTICLE 4. DUES

4.0 Annual Dues. The Annual Dues for members of the Section shall be established by two-thirds (2/3) vote of the Board of Directors (hereinafter "the Board"), payable in U.S. currency in advance of January 1st.

4.0.1 Good Standing. A Section member whose obligation to pay is current shall be a Section Member in Good Standing.

4.0.2 Delinquency. A Section member who is not in Good Standing may forfeit rights and privileges of Section membership as determined by the Board.

4.0.3 Notice of Non-Payment. Five (5) months after the start of the calendar year the Section shall notify each Subscribing Member who has not yet paid dues for the current year that unless payment is made within thirty (30) days,

Subscribing Membership in the Section shall cease and his/her name shall be removed from the list of Subscribing Members of the Section.

ARTICLE 5. MANAGEMENT

5.0 Duties of the Board of Directors. Duties of the Board shall include management of the Section; administering the budget, financial resources and strategic planning; providing leadership; overseeing the various activities within the Section and its Subsidiary Organizations; communicating with the Region; and facilitating the election process for Officers and Directors of the Section and its Subsidiary Organizations. The Board of Directors shall have control of property of the Section.

5.1 Annual Report. The Board shall oversee the preparation of the Annual Report which shall be submitted to the Society in accordance with published requirements.

ARTICLE 6. OFFICERS AND DIRECTORS

6.0 Qualifications. Officers and Directors shall be Subscribing Members of the Section in a voting grade of Society membership who have demonstrated interest and ability regarding Section affairs, have declared a willingness to serve, and have made a commitment to the time required.

6.1 Officers. The Officers of the Section shall be elected by the Subscribing Members, with the exception of the President and immediate Past President.

6.1.1 President. The President shall have general supervision of the affairs of the Section and shall delegate duties to Section Officers. The President shall preside at all meetings of the Section and the Board at which the President may be present.

6.1.1.1 Term. The President shall serve a one (1) year term, following the conclusion of a term as President-elect. The President shall assume office October 1 and serve until September 30. After serving one (1) full term, the President shall be ineligible to serve in the same office.

6.1.1.2 Vacancy. A vacancy in the office of President shall be filled for the unexpired portion of the term by the President-elect.

6.1.1.3 Compensation. The President does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.2 President-Elect. The President-Elect shall preside at all meetings in the absence of the President and shall assume duties as delegated by the President.

6.1.2.1 Term. The President-elect shall serve a one (1) year term. The President-elect shall assume the office upon installation, normally at the Annual Meeting, and shall continue until a successor is installed. After serving one (1) full term, the President-elect shall be ineligible for re-election to the same office.

6.1.2.2 Vacancy. A vacancy in the office of President-elect shall be filled for the unexpired portion of the term by the Secretary or Treasurer, as determined by the Board at the time of the vacancy.

6.1.2.3 Compensation. The President-elect does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.3 Secretary. The Secretary shall attend all meetings of the Section Board of Directors and serve as secretary at all meetings. The Secretary shall keep the minutes of Section meetings, submit the Annual Report of the Section, and be in charge of Section correspondence.

6.1.3.1 Term. The Secretary shall serve a two (2) year term and may be elected to serve one (1) additional year. The Secretary shall assume the office upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.3.2 Vacancy. A vacancy in the office of Secretary shall be filled for the unexpired portion of the term by the Board at the time of the vacancy.

6.1.3.3 Compensation. The Secretary does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.4 Treasurer. The Treasurer shall attend all meetings of the Board. The Treasurer shall be responsible for the maintenance and disbursement of all funds. The Treasurer shall prepare monthly reports on the financial condition of the Section and shall maintain the membership roster, authenticating all paid dues with the Society. The Treasurer shall assist in preparation of the Section's annual budget and be responsible for submission of the Section's annual tax return.

6.1.4.1 Term. The Treasurer shall serve a two (2) year term and may be elected to serve one (1) additional year. The Treasurer shall assume the office upon installation, normally at the Annual Meeting, and shall continue until a successor is installed.

6.1.4.2 Vacancy. A vacancy in the office of Treasurer shall be filled for the unexpired portion of the term by the Board at the time of the vacancy.

6.1.4.3 Compensation. The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses.

6.1.5 Past President. The Past President shall attend all meetings of the Board, shall serve as Chair of the Nominating Committee, and shall perform any other duties as assigned by the Board.

6.1.5.1 Term. The Past President shall serve a one (1) year term immediately following the conclusion of a term as President and shall continue until a successor is installed.

6.1.5.2 Vacancy. A vacancy in the office of Past President shall be filled for the unexpired portion of the term by the most recent Past President available and willing to serve.

6.1.5.3 Compensation. The Past President does not receive compensation for services but may be reimbursed for reasonable expenses.

6.2 Directors.

6.2.1 Elected Directors. There shall be four (4) Directors, who shall be elected by the Subscribing Members of the Section. The elected Directors shall be appointed by the Board to serve as Director of Awards, Director of Outreach, Director of Communications, and Director of Events. Each Director shall be appointed to one (1) position after assuming office.

6.2.1.1 Director of Awards. The Director of Awards shall nominate members and projects for Society awards. The Director of Awards shall serve as the Board's liaison to the Section's Standing Committees in order to meet and engage with potential nominees.

6.2.1.2 Director of Outreach. The Director of Outreach shall organize activities in the community to build camaraderie and develop the skills of members and to be visible in the community and to educate children and adults about civil engineering. The Director of Outreach shall recruit and manage volunteers to attend the activities.

6.2.1.3 Director of Communications. The Director of Communications shall innovate and manage the broad forms of communication from the Section including the newsletter, website, emails, and social media sites.

6.2.1.4 Director of Events. The Director of Events shall select venues and vendors for Section events and meetings, and coordinate arrangements for all meetings,

6.2.2 *Appointed Director.* The Board shall appoint the President of the Section Younger Member Group, who shall serve as the one (1) Appointed Director of the Board.

6.2.3 *Term of Directors.*

6.2.3.1 *Elected Directors.* Elected Directors shall serve two (2) year staggered terms and may be re-elected to serve additional terms not to exceed a total of ten (10) consecutive years of service as an Elected or Appointed Director.

6.2.3.2 *Appointed Director.* The Appointed Director shall serve a one (1) year term and may be reappointed to serve additional terms of one (1) year, not to exceed a total of ten (10) consecutive years of service as an Elected or Appointed Director.

6.2.3.3 *Limits.* No person shall serve more than ten (10) consecutive years of service as a Director.

6.2.4 *Vacancy.* A vacancy in the position of Director shall be filled for the unexpired portion of the term by the Board at the time of the vacancy.

6.2.5 *Compensation.* Directors do not receive compensation for services but may be reimbursed for reasonable expenses.

ARTICLE 7. ELECTIONS

7.0 *Nominating Committee.* The Nominating Committee shall publish notice of open positions to the Section membership at least sixty (60) days prior to the election and set the date by which nominations must be received. Candidates shall be submitted to the Nominating Committee from within the Section membership in a format prescribed by the Nominating Committee. The Nominating Committee may also designate Candidate(s) for office if the Section membership does not present a Candidate. Candidates shall submit to the Nominating Committee a letter of intent to serve, if elected. No Candidate shall be a Candidate for more than one (1) office per election cycle. In a contested election, the Nominating Committee shall propose for Board approval election rules to ensure a fair contest.

7.0.1 *Official Nominees.* The Nominating Committee shall select at least one (1) Official Nominee for each elected vacancy for inclusion on the ballot, with the exception of the office of President and Past President.

7.0.2 *Petition Nominees.* A written petition containing the signatures of fifteen (15) Subscribing Members of the Section shall place a Candidate on the election ballot as a Petition Nominee.

7.1 Ballots. The Secretary shall provide a ballot containing the list of all Official and Petition Nominees for each elected office to each eligible Subscribing Member of the Section at least twenty (20) days prior to the Annual Meeting. For an uncontested election, the Nominating Committee shall recommend for Board approval the procedures the Section will follow. The ballot may be provided to the eligible Subscribing Members in paper or electronic format.

7.1.1 Tallying the Ballots. Ballots returned to the Secretary up to the time of counting shall be opened and counted at, or immediately prior to, the Annual Meeting by three (3) tellers appointed by the President from among the Subscribing Members of the Section. For each office the Nominee receiving the highest number of votes cast shall be declared elected.

ARTICLE 8. MEETINGS

8.0 Meetings.

8.0.1 Annual Meeting. There shall be an Annual Meeting of the membership on a date to be determined by the Board.

8.0.2 Quorum at Annual Meeting. Fifteen (15) Subscribing Members shall constitute a quorum for transacting business at the Annual Meeting.

8.0.3 Section Meetings. In addition to the Annual Meeting, at least six (6) Section meetings shall be held each year at regular intervals.

8.0.4 Quorum at Section Meeting. Fifteen (15) Subscribing Members shall constitute a quorum for transacting business at a meeting of the Section.

8.1 Quorum at Board of Directors Meeting. A majority of the members of the Board shall constitute a quorum at any meeting of the Board.

8.2 Parliamentary Authority. All business meetings of the Section, Subsidiary Organizations, and meetings of the Board shall be governed by *Robert's Rules of Order, Newly Revised*, except where these rules are not applicable or are inconsistent with the Constitution and Bylaws of the Section or the Society's governing documents.

ARTICLE 9. SUBSIDIARY ORGANIZATIONS AND COMMITTEES

9.0 Subsidiary Organizations.

9.0.1 Types of Subsidiary Organizations. Subsidiary Organizations may be, but are not limited to, Branches, Younger Member Forums/Groups, Technical

Groups, and local Institute Chapters. Names of Subsidiary Organizations shall be as set forth in the Society's governing documents.

9.0.2 Formation. Formation of Subsidiary Organizations shall be subject to the approval of the Board and such other requirements as may be established by the Society. Formation of Branches shall also be subject to the approval of the Region Board of Governors. Bylaws of Subsidiary Organizations shall be approved by the Board before becoming effective.

9.0.3 Branches. Branches of the Section may be created. Procedures for creating a Branch shall be as follows:

9.0.3.1 Proposal. A new Branch may be proposed by submission of a written proposal to the Board with the name, objective, officers, and brief comments on how the new Branch will be of advantage to members in the area.

9.0.3.2 Petition. The written proposal, along with a petition containing a minimum of fifteen (15) signatures of Subscribing Members residing in the area shall be submitted to the Board for approval.

9.0.3.3 Membership. A proposed Branch area shall contain a minimum potential of thirty (30) members of the Society.

9.0.3.4 Boundaries. A proposed Branch must have distinct boundaries by Zip Codes stated in the petition.

9.0.3.5 Region Approval. Upon approval of the Board, the proposal and petition shall be submitted to the Region Board of Governors for review and final approval.

9.0.4 Technical Groups. Technical Groups or local Institute Chapters shall be created in accordance with the following requirements:

9.0.4.1 Proposal. A new Technical Group or local Institute Chapter shall be proposed by submission of a written proposal to the Board with the name, objectives, officers, and brief comments on how the new Technical Group or local Institute Chapter will be of advantage to members in the area.

9.0.4.2 Membership. Not less than thirty (30) Subscribing Members of the Section may form a Technical Group or Institute Chapter.

9.0.4.3 Approval. Approval must be obtained from the Board to activate the Technical Group or Institute Chapter. Approval shall be obtained from the appropriate Institute to activate the Institute Chapter.

9.0.5 Other Subsidiary Organizations. Other Subsidiary Organizations may be formed by the Board.

9.0.6 Annual Budget. Each Subsidiary Organization shall submit an annual budget and financial statement to the Board for approval.

9.0.7 Annual Report. Each Subsidiary Organization President or Chair shall submit an annual written report to the Board on the activities and programs of the organization. This Annual Report, including a financial statement, shall be suitable for incorporation into the Section's Annual Report.

9.0.8 Level of Activity. Each Subsidiary Organization shall hold a minimum of one (1) event per year. Any Subsidiary Organization that does not maintain the minimum activity level for two (2) successive years, or does not have thirty (30) Subscribing Members on its rolls for two (2) successive years, may be disbanded by the Board. Assets of a disbanded Subsidiary Organization shall be assumed by the Section.

9.1 Standing Committees. The Section shall have the following standing committees. Unless otherwise provided, the Chair shall be appointed by the Board upon recommendation of the President. The Committee may determine a Vice Chair.

9.1.1 Nominating Committee. The Nominating Committee shall consist of not more than six (6) Subscribing Members of the Section, including the immediate Past President, the President-Elect, and a Past President available and willing to serve. Individuals pursuing office shall not serve on the Nominating Committee.

9.1.2 Education/Community Service Committee. The Education/Community Service Committee shall consist of not more than ten (10) Subscribing Members of the Section interested in promoting math, science and the field of Civil Engineering to students and the community.

9.1.3 History and Heritage Committee. The History and Heritage Committee shall consist of not more than ten (10) Subscribing Members of the Section interested in understanding and communicating to the Section the civil engineering heritage and history in Minnesota.

9.1.4 Legislative Committee. The Legislative Committee shall consist of not more than ten (10) Subscribing Members of the Section interested in national and local legislative issues regarding civil engineering,

9.1.5 Construction Committee. The Construction Committee shall consist of not more than ten (10) Subscribing Members of the Section interested in arranging for tours and technical presentations of local construction projects.

9.1.6 Environmental Engineering and Water Resources Committee. The Environmental Engineering and Water Resources Committee shall consist of not more than ten (10) Subscribing Members of the Section interested in organizing tours, seminars, social activities, technical activities and meetings related to environmental engineering and water resources.

9.1.7 Geotechnical Committee. The Geotechnical Committee shall consist of not more than ten (10) Subscribing Members of the Section interested in geotechnical topics related to civil engineering.

9.1.8 Structural Committee. The Structural Committee shall consist of not more than ten (10) Subscribing Members of the Section interested in structural engineering and planning a yearly spring technical seminar for structural engineers, selecting a student scholarship winner, and arranging tours of buildings, bridges, and other structures.

9.1.9 Transportation Committee. The Transportation Committee shall consist of not more than ten (10) Subscribing Members of the Section interested in transportation engineering.

9.1.10 Terms of Standing Committee Members. Unless otherwise specified, the members of committees shall be appointed for a one (1) year term to commence at the beginning of the President's term.

9.2 Task Committees. The President may appoint task committees as deemed necessary. The terms of Task Committee members shall end at the end of the term of the President.

ARTICLE 10. ADMINISTRATIVE PROVISIONS

Not used.

ARTICLE 11. AMENDMENTS

11.0 Process. These Bylaws may be amended only by the following procedure:

11.0.1 Proposal. An amendment to these Bylaws may be proposed by any member of the Board, or by a written petition submitted to the Section Secretary containing the text of the amendment, signed by not less than ten (10) Subscribing Members of the Section.

11.0.2 Approval. The proposed Bylaws amendment(s) shall be approved by the Board and submitted to the appropriate Society Committee(s) for review and approval.

11.0.3 Notice and Adoption. Upon approval by the appropriate Society Committee(s), the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Board present at a duly constituted Board meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the Section membership at least thirty (30) days in advance of the meeting.